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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUN 19 9 21 AM '96

June 19, 1996

RECORDATION NO. 19583-C

JUN 19 1996 - 02:21 AM

RECORDATION NO. 19583-C

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Partial Release of Mortgage of Locomotives and Security Agreement dated as of June 13, 1996, which terminates the following railroad equipment from the Mortgage of Locomotives and Security Agreement dated 8/30/95 between MK Rail Corporation as Mortgagor and BankAmerica Business Credit, Inc. as Mortgagee, STB Recordation #19583:

6, Locomotives  
KCS 7060, 7064, 7081, 7084, 7095  
KYLE 3112

Please record this document as a supplemental agreement to STB Recordation #19583. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Counterparts - Mary Ann Oster*

19583-C  
JUN 19 1996 - 9:21 AM

**PARTIAL RELEASE OF MORTGAGE OF  
LOCOMOTIVES AND SECURITY AGREEMENT**

Reference is hereby made to that certain Mortgage of Locomotives and Security Agreement dated as of August 30, 1995 (the "Mortgage") by and between MK FAIL CORPORATION (the "Mortgagor") and BANKAMERICA BUSINESS CREDIT, INC., ("BABC") (individually and as agent for the Lenders described in the Mortgage, the "Mortgagee"), and recorded on the 31st day of August, 1995 in the Office of the Interstate Commerce Commission at Recordation No. 19583. All capitalized terms used herein but not defined here shall have the meanings ascribed thereto in the Mortgage.

KNOW ALL MEN BY THESE PRESENTS, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Mortgagee does hereby fully and finally release and discharge from the liens and other encumbrances of the Mortgage only those Units described on Schedule I attached hereto and made a part hereof. All other provisions of the Mortgage including the liens and encumbrances therein granted remain in full force and effect, except as amended hereby.

The Surface Transportation Board is hereby requested to note this Partial Release of Mortgage of Locomotives and Security Agreement (the "Partial Release") upon the margin of the Mortgage, as recorded.

This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby this 13 day of June, 1996.

WITNESS:

Thomas G. Sullivan  
Name: Thomas G. Sullivan

BANKAMERICA BUSINESS CREDIT, INC.,  
individually and as Agent for the Lenders

By: Thomas F. Barlow  
Name: Thomas F. Barlow  
Title: SR. Asst. Exec.

**ACKNOWLEDGMENT**

STATE OF ILLINOIS )

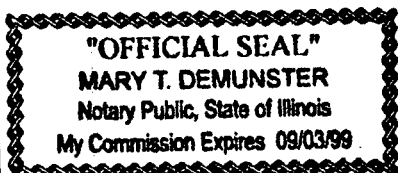
COUNTY OF COOK )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared THOMAS F. KARLOV, who upon oath, acknowledged himself to be a SR. ACCOUNT EXEC. of BANKAMERICA BUSINESS CREDIT, INC., a corporation, and that he as such SR. ACCOUNT EXEC. being authorized to do so, executed the foregoing Partial Release of Mortgage of Locomotives and Security Agreement for the purposes therein contained by signing the name of the corporation by himself as a SR. ACCOUNT EXEC. of BankAmerica Business Credit, Inc.

WITNESS my hand and official seal this 13<sup>th</sup> day of June, 1996.

Mary J. DeMunster  
Notary Public

MY COMMISSION EXPIRES:



**SCHEDULE I**

**To Partial Release of Mortgage of Locomotives and Security Agreement**

**Description of Locomotives Mortgaged:**

**Road Number**

**KCS 7060**

**KCS 7064**

**KCS 7081**

**KCS 7084**

**KCS 7095**

**KYLE 3112**